

RECORDATION NO. 21942 FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

JAN 7 '99

1-20PM

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

Qtd.
January 7, 1999

Character
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railcar Lease Agreement, dated as of December 30, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: NorRail, Inc.
308 12th Avenue South
Buffalo, Minnesota 55313

Lessee: North America Corn Milling
Division of Cargill, Incorporated
15407 McGinty Road West
Wayzata, Minnesota 55391

A description of the railroad equipment covered by the enclosed document is:

85 covered hoppers NRLX 054115 - NRLX 054199

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

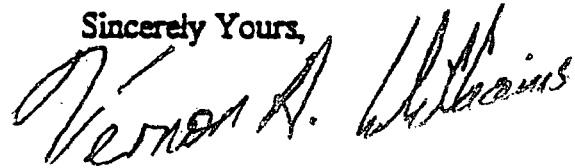
DATE: 1/7/99

Robert W. Alvord
Alvord And Alvord
918 Sixteenth St., NW., Ste. 200
Washington, DC., 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on 1/7/99 at 1:20 PM, and
assigned recordation number(s). 21668-A, 21940, 21941, 21942, 21943
21944, 21945, 21946, 21947 and 21947-A.

Sincerely Yours,

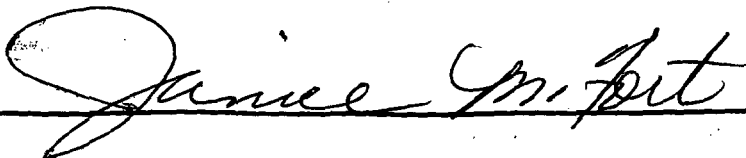


Vernon A. Williams
Secretary

Enclosure(s) (10)

\$ 260.00 The amount indicated at the left has been received in payment of a fee in
connection with a document filed on the date shown. This receipt is issued for the amount paid.
In the event of an error or any questions concerning this fee, you will receive a notification after
the Surface Transportation Board has an opportunity to examine your document.

Signature



21942
REGISTRATION NO. FILED

MEMORANDUM OF RAILCAR LEASE AGREEMENT

JAN 7 '99

1-20PM

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of December 30, 1998 by and between NorRail, Inc., a Minnesota Corporation ("Lessor") and North American Corn Milling Division of Cargill, Incorporated, a _____ Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Schedules to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Railcar Service and Lease Agreement No. 1797 dated Dec. 30, 1998 between Lessor and Lessee (hereinafter referred to as the "Lease").
2. Pursuant to Schedule No. 2 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the eighty-five (85) 5400 Cu. Ft. Covered Hopper Railcars bearing the reporting marks and numbers NRLX054115 through NRLX054199, inclusive, all as more particularly described in the Lease.
3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR: NorRail, Inc.

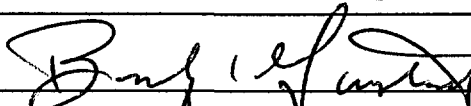
LESSEE: North American Corn Milling
Division of Cargill, Incorporated

By: _____

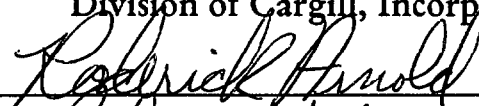
**L. Lee Struble**
Vice President-Sales

Its: _____

By: _____

**Bradley C. Gunstad**Its: Vice President & General Counsel

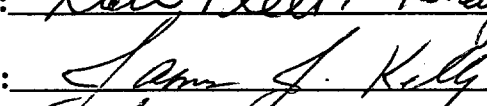
By: _____



Its: _____

Rail Fleet Manager

By: _____



Its: _____

Staff Logistics Mgr.

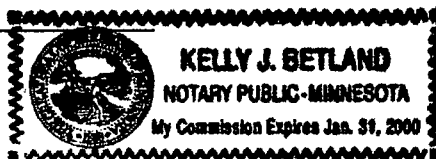
STATE OF MN, COUNTY OF Nempeur TO WIT:

On this 30th day of December, 1998 before me personally appeared,
Robert Arnold and James Kelly, to me personally
known, who being by me duly sworn, says that they are the
Rail Fleet Mgr. and Staff Logistics Mgr., respectively of
North American Corn Milling Division of Cargill, Incorporated, a _____
Corporation, that said instrument was signed on behalf of said corporation by
authority of its Board of Directors, and they acknowledged that the execution
of the foregoing instrument was the free act and deed of said corporation.

(Seal)

Kelly J. Betland
Notary Public

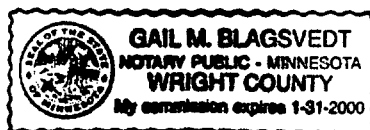
My commission expires:



STATE OF MINNESOTA, COUNTY OF WRIGHT TO WIT:

On this 30th day of Dec., 1998 before me personally appeared,
J. Lee Struble and Bradley C. Hunstad, to me personally
known, who being by me duly sworn, says that they are the
V.P. Sales and V.P. General Counsel, respectively of
NorRail, Inc. a Minnesota Corporation, that said instrument was signed on
behalf of said corporation by authority of its Board of Directors, and they
acknowledged that the execution of the foregoing instrument was the free act
and deed of said corporation.

(Seal)



Gail M. Blagsvedt
Notary Public

My commission expires: 1-31-2000